

United States Bankruptcy Court
District of Minnesota

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): International Rarities Corp.		Name of Joint Debtor (Spouse) (Last, First, Middle):							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):							
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 41-1972398		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)							
Street Address of Debtor (No. and Street, City, and State): 331 2nd Avenue South, Suite 410 Minneapolis, MN		Street Address of Joint Debtor (No. and Street, City, and State):							
ZIP Code 55401		ZIP Code							
County of Residence or of the Principal Place of Business: Hennepin		County of Residence or of the Principal Place of Business:							
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):							
ZIP Code		ZIP Code							
Location of Principal Assets of Business Debtor (if different from street address above):									
Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)							
		<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding						
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i>	<input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)	<input type="checkbox"/> Chapter 9	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding						
<input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Railroad	<input checked="" type="checkbox"/> Chapter 11							
<input type="checkbox"/> Partnership	<input type="checkbox"/> Stockbroker	<input type="checkbox"/> Chapter 12							
<input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Commodity Broker	<input type="checkbox"/> Chapter 13							
<input type="checkbox"/> Other	<input type="checkbox"/> Clearing Bank								
	Tax-Exempt Entity (Check box, if applicable)	Nature of Debts (Check one box)							
	<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."	<input checked="" type="checkbox"/> Debts are primarily business debts.						
Filing Fee (Check one box)		Chapter 11 Debtors							
<input checked="" type="checkbox"/> Full Filing Fee attached		<input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).							
<input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.		<input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).							
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).							
		Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).							
Statistical/Administrative Information									
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									
THIS SPACE IS FOR COURT USE ONLY									
Estimated Number of Creditors									
<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
Estimated Assets									
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
Estimated Liabilities									
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): International Rarities Corp.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<hr/> (Name of landlord that obtained judgment)			
<hr/> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): International Rarities Corp.	
<p>Signatures</p> <p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date _____</p> <p>Signature of Attorney*</p> <p>X <u>/s/ Thomas G. Wallrich</u> Signature of Attorney for Debtor(s)</p> <p>Thomas G. Wallrich 213354 Printed Name of Attorney for Debtor(s)</p> <p>Hinshaw & Culbertson LLP Firm Name 333 South Seventh Street Suite 2000 Minneapolis, MN 55402-2431</p> <p>Address _____</p> <p>612-333-3434 Fax: 612-334-8888 Telephone Number</p> <p>August 19, 2011 Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Stephen Hastings</u> Signature of Authorized Individual</p> <p>Stephen Hastings Printed Name of Authorized Individual</p> <p>President Title of Authorized Individual</p> <p>August 19, 2011 Date</p>			<p>Signatures</p> <p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative</p> <p>Date _____</p> <p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p>X _____</p> <p>Date _____</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual: _____</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p>

United States Bankruptcy Court
District of Minnesota

In re **International Rarities Corp.**

Debtor(s)

Case No.
Chapter**11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Robert Hiatt 6 Flagler Lane, #210 Holly Hill, FL 32117	Robert Hiatt 6 Flagler Lane, #210 Holly Hill, FL 32117 386-226-9550	February 1, 2011 Promissory Note		391,704.00
Dean Dellinger 5781 Northrop Road Milton, FL 32570	Dean Dellinger 5781 Northrop Road Milton, FL 32570 850-623-3463	Tort Claims Asserted by Customer	Disputed	335,451.16
Doris Donald 3191 County Road 43 Clanton, AL 35046	Doris Donald 3191 County Road 43 Clanton, AL 35046 205-646-3706	Payment for goods to be delivered		223,250.00
RREEF America Reit II Portfolio, LP 10815 Rancho Bernardo Road Suite 390 San Diego, CA 92127	RREEF America Reit II Portfolio, LP 10815 Rancho Bernardo Road San Diego, CA 92127	Arrearages Under Lease of Real Property	Unliquidated Disputed	200,000.00
Max & Florence Schwartz 101 South Plaza Place Unit 1508 Atlantic City, NJ 08401	Max & Florence Schwartz 101 South Plaza Place Unit 1508 Atlantic City, NJ 08401 609-344-6962	Payment for goods to be delivered		108,161.00
Charles Goff 2119 Murray Drive Midwest City, OK 73110	Charles Goff 2119 Murray Drive Midwest City, OK 73110 405-737-1153	Payment for goods to be delivered		93,000.00
Dan Angulo 217 Pettibone Avenue Crown Point, IN 46307	Dan Angulo 217 Pettibone Avenue Crown Point, IN 46307 219-808-7153	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		88,000.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Nancy Turnbull 11285 Hadley Street Overland Park, KS 66210	Nancy Turnbull 11285 Hadley Street Overland Park, KS 66210 913-491-6961	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		84,000.00
Marc One Numismatics, Inc. P.O. Box 8048 Newport Beach, CA 92658	Marc One Numismatics, Inc. P.O. Box 8048 Newport Beach, CA 92658 1-800-346-2721	Trade Debt		82,769.81
Harold Dunn 600 Dowling Street Westland, MI 48186	Harold Dunn 600 Dowling Street Westland, MI 48186 734-728-0956	Payment for goods to be delivered		66,332.00
Alois Brey 761 Main Street Wabasso, MN 56293	Alois Brey 761 Main Street Wabasso, MN 56293 507-342-5750	Payment for goods to be delivered		64,507.00
Stephen Romsdahl 40739 690th Avenue Saint James, MN 56081	Stephen Romsdahl 40739 690th Avenue Saint James, MN 56081 507-375-5317	Rescission and other claims arising out of subscription for purchase of stock in International Rarities Holdings, Inc.		62,500.00
Earl V. Fleming 15707 534th Avenue Garden City, MN 56034	Earl V. Fleming 15707 534th Avenue Garden City, MN 56034 507-549-3430	Rescission and other claims arising out of subscription for purchase of stock in International Rarities Holdings, Inc.		58,500.00
David Jagt 242 Gold Aire Boulevard Winter Haven, FL 33884	David Jagt 242 Gold Aire Boulevard Winter Haven, FL 33884 863-324-8558	Payment for goods to be delivered		57,000.00
Mark Parker 21627 Gunpowder Road Millers, MD 21102	Mark Parker 21627 Gunpowder Road Millers, MD 21102 410-218-5980	Rescission and other claims arising out of subscription for purchase of stock in International Rarities Holdings, Inc.		50,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Ryan Kotula 2800 Southcross Drive W. Burnsville, MN 55306	Ryan Kotula 2800 Southcross Drive W. Burnsville, MN 55306 952-226-5182	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		50,000.00
Dr. David Knox 24746 Big Fir Road West Linn, OR 97068	Dr. David Knox 24746 Big Fir Road West Linn, OR 97068 503-657-0814	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		50,000.00
Keith King 73-994 Ahikawa Street Kailua Kona, HI 96740	Keith King 73-994 Ahikawa Street Kailua Kona, HI 96740 808-325-7935	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		50,000.00
Leon Gainen 1615 W. 22nd Street San Pedro, CA 90732	Leon Gainen 1615 W. 22nd Street San Pedro, CA 90732 310-833-3991	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		50,000.00
Clifton Browning 6355 S. 750 East Bountiful, UT 84010	Clifton Browning 6355 S. 750 East Bountiful, UT 84010 801-295-0508	Potential rescission claim based on private offering of stock in International Rarities Holdings, Inc.		50,000.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 19, 2011

Signature /s/ Stephen Hastings
Stephen Hastings
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Minnesota

In re **International Rarities Corp.**

Debtor

Case No. _____

Chapter _____

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	1,353,295.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		51,785.95	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		321.89	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	19		2,973,814.04	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		32			
	Total Assets		1,353,295.00		
		Total Liabilities		3,025,921.88	

United States Bankruptcy Court
District of Minnesota

In re **International Rarities Corp.**

Case No. _____

Debtor

Chapter _____

11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	
4. Total from Schedule F	
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	

In re International Rarities Corp., Case No. _____
 Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re International Rarities Corp.,
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Affinity Plus 50 South Sixth Street #200 Minneapolis, MN 55402 Account No. xxxxxx8450 Member Share \$50.00		0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total > (Total of this page)	0.00

3 continuation sheets attached to the Schedule of Personal Property

In re **International Rarities Corp.**, Case No. _____,
Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Officer Loan Receivable (David Marion)	-	454,533.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
				Sub-Total > 454,533.00
				(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re International Rarities Corp., Case No. _____
 Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claims against former employees and agents for claims based on misappropriation of proprietary information and wrongful conduct related to the solicitation of Debtor's customers, including, but not limited to claims based on breach of contract, violation of trade secrets act, tortious interference. Parties against whom claims might be asserted include Roger Westerling, Truman & Company, 2579 Hamline Ave. N., #C, St. Paul, MN 55113 (651) 582-3865.	-	Unknown
		Claims against officers, directors, principals, employees, and professionals for violation of applicable state or federal securities laws, breaches of fiduciary duty, professional malpractice, and similar claims.	-	Unknown
		Indemnification claims against International Rarities Holdings, Inc. based on claims for rescission of subscription agreements.	-	896,357.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer List	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Attached Exhibit B-28	-	2,405.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
				Sub-Total > 898,762.00
				(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **International Rarities Corp.** _____, Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
30. Inventory.		Coin Inventory*	-	0.00
*As of the filing date, the Debtor was in possession of coins with an aggregate value of approximately \$97,955.00 that had been purchased for delivery pursuant to customer orders. Customer payment had been received for all such coins, and the coins had been identified to specific contracts.				
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

***As of the filing date, the Debtor was in possession of coins with an aggregate value of approximately \$97,955.00 that had been purchased for delivery pursuant to customer orders. Customer payment had been received for all such coins, and the coins had been identified to specific contracts.**

31. Animals.	X
32. Crops - growing or harvested. Give particulars.	X
33. Farming equipment and implements.	X
34. Farm supplies, chemicals, and feed.	X
35. Other personal property of any kind not already listed. Itemize.	X

Sub-Total > **0.00**
(Total of this page)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **International Rarities Corp.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
					Total	Total
Account No.						
Dana Golden 19805 Waterford Place Shorewood, MN 55331	X -	March 1, 2009 Security Agreement executed pursuant to June 2, 2009 dissolution decree, granting security interest in equipment, accounts, inventory, and general intangibles to secure payment obligations of David L. Marion.	X	X	0.00	0.00
		Value \$ 1,354,763.00			0.00	0.00
Account No.						
Wells Fargo Bank Minnesota, NA 730 2nd Avenue South Suite 1000 MAC #N9314-100 Minneapolis, MN 55479	X -	1/31/2003 Promissory note secured by accounts, equipment, inventory, general intangibles				
		Value \$ 1,354,763.00			51,785.95	0.00
Account No.						
		Value \$				
Account No.						
		Value \$				
0 continuation sheets attached			Subtotal (Total of this page)		51,785.95	0.00
			Total (Report on Summary of Schedules)		51,785.95	0.00

In re International Rarities Corp.,
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **International Rarities Corp.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM		
Account No. xxx2901								
Minnesota Dept. of Revenue PO Box 64650 Saint Paul, MN 55164-0650	-	Taxes					0.00	
							321.89	321.89
Account No.								
Account No.								
Account No.								
Account No.								
Sheet 1 of 1 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	0.00
								321.89
							Total (Report on Summary of Schedules)	0.00
								321.89
								321.89

In re International Rarities Corp.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B R O W N R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Alice Akers 907 Ashworth Road #308 West Des Moines, IA 50265	-		Customer payment received, unfilled order				7,678.80
Alois Brey 761 Main Street Wabasso, MN 56293	-		Customer payment received, unfilled order				64,507.00
Ann McElligott 10668 SW 41st Avenue Portland, OR 97219	X -		Claims based on subscription for stock in International Rarities Holdings, Inc.				12,500.00
Avaya Financial Services P.O. Box 93000 Chicago, IL 60673	-		Phone System Lease				2,555.98
18 continuation sheets attached				Subtotal (Total of this page)			87,241.78

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Parking				
Baker Investments 150 South Fifth Street Suite 1425 Minneapolis, MN 55402	-					3,004.24
Account No.		Tort Claims Alleged by Former Customer				
Barbara Shannon 503 Hillcrest Avenue Ravenswood, WV 26164	-		X	X		Unknown
Account No.		Represents Barbara Shannon				
Kathy A. Brown Law, PLLC 2306 Kanawha Boulevard, East P.O. Box 631 Charleston, WV 25322						Notice Only
Account No. xxx97-01		Services Performed				
Bernick, Lifson, Greenstein, Greene & Liszt, PA 5500 Wayzata Blvd, #1200 Minneapolis, MN 55416	-					2,400.00
Account No. 9115		Goods Purchased				
Berry Coffee Company 14825 Martin Drive Eden Prairie, MN 55344	-					500.20
Sheet no. 1 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			5,904.44

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxxx0157						
Better Business Bureau 2706 Gannon Road Saint Paul, MN 55116		-				650.00
Account No.						
Catherine Chambers 3333 Texas Avenue South St. Louis Park, MN 55426		-	Indemnification Claim of Former Officer	X	X	Unknown
Account No.						
Catherine Reaves 1607 Guyer Street High Point, NC 27265	X	-	Claims based on subscription for stock in International Rarities Holdings, Inc.			30,000.00
Account No.						
Chad Commers 4151 Gulf Blvd. N. #404 Naples, FL 34103		-	Customer payment received, unfilled order			4,376.00
Account No.						
Charles Allison 741 County Road 3275 Kempner, TX 76539	X	-	Claims based on subscription for stock in International Rarities Holdings, Inc.			47,500.00
Sheet no. <u>2</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						82,526.00

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Customer payment received, unfilled order				
Charles Goff 2119 Murray Drive Midwest City, OK 73110	-					93,000.00
Account No.		Customer payment received, unfilled order				
Christine A. Lustgarten, Conservator 1403 Farnam Street, Suite 232 Omaha, NE 68102	-					42,100.00
Account No.		Customer payment received, unfilled order				
Clarence P. Nantz 2805 Castle Drive Fort Wayne, IN 46816	-					16,854.31
Account No.		Services Performed				
Clark, Partington, Hart One Pensacola Plaza Suite 800 125 West Romana Street Pensacola, FL 32502	-					29,514.63
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Clifton Browning 6355 S. 750 East Bountiful, UT 84010	X -					50,000.00
Sheet no. <u>3</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				<u>231,468.94</u>

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxx0062		Copier/Printer Maintenance				
Coordinated Business Systems, Ltd. 851 W. 128th Street Burnsville, MN 55337	-					552.93
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Dan Angulo 217 Pettibone Avenue Crown Point, IN 46307	X -					88,000.00
Account No.		Customer payment received, unfilled order				
Daniel Fink 986 Miriam Drive East Columbus, OH 43204	-					3,060.00
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Darrell McConaghay 23750 SD Hwy 19 Madison, SD 57042	X -					12,500.00
Account No.		Customer payment received, unfilled order				
David Hoyt North 4635 Hwy 63 Spooner, WI 54801	-					7,900.00
Sheet no. <u>4</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				112,012.93

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		Customer payment received, unfilled order				
David Jagt 242 Gold Aire Boulevard Winter Haven, FL 33884	-					57,000.00
Account No.		Indemnification Claim of Former Officer	X	X		
David Marion 331 2nd Avenue South, #410 Minneapolis, MN 55401	-					Unknown
Account No.		Trade Practices and Tort Claims Asserted by Former Customer		X		
Dean Dellinger 5781 Northrop Road Milton, FL 32570	-					335,451.16
Account No.		Represents Dean Dellinger				
Joseph A. Zarzaur, Jr. Taylor, Martino & Zarzaur, PC 11 E. Romana St. Pensacola, FL 32502						Notice Only
Account No.		Customer payment received, unfilled order				
Doris Donald 3191 County Road 43 Clanton, AL 35046	-					223,250.00
Sheet no. <u>5</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				615,701.16

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Dr. David Knox 24746 Big Fir Road West Linn, OR 97068	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				50,000.00
Account No.						
Duane Johnson 9911 Isabelle Road Lafayette, CO 80026	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				12,500.00
Account No.						
Earl Cleveland 500 Briarwood Terrace Ventura, CA 93001	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				5,000.00
Account No.						
Earl V. Fleming 15707 534th Avenue Garden City, MN 56034	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				58,500.00
Account No. xxxxx9965		Services Provided				
Federal Express P.O. Box 94515 Palatine, IL 60094-4515	-					24,083.17
Sheet no. <u>6</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>150,083.17</u>

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Frank Chrane 12001 FM 11785 Abilene, TX 79602	X	Claims based on subscription for stock in International Rarities Holdings, Inc.				12,500.00
Account No.						
Frank Hoffman 121 Ridgeway Drive Ephrata, PA 17522	X	Customer payment received, unfilled order				22,749.00
Account No.						
Fred Jefferies 2501 North Jackson Street Waukegan, IL 60087	X	Customer payment received, unfilled order				7,600.00
Account No.						
George Fink 5730 Vandermark Road Medina, OH 44256	X	Customer payment received, unfilled order				8,580.00
Account No.						
Greenhaven Printing 4575 Chatsworth Street N. Shoreview, MN 55126	X	Services Provided				2,171.61
Sheet no. <u>7</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			53,600.61

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Customer payment received, unfilled order				
Harold Dunn 600 Dowling Street Westland, MI 48186	-					66,332.00
Account No.		Customer payment received, unfilled order				
Jeff Pattison 123 Cain Road Glasgow, MT 59230	-					10,855.00
Account No.		Customer payment received, unfilled order				
John Loseman 145 Mount Zion Lane Batesville, AR 72501	-					7,583.00
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Keith King 73-994 Ahikawa Street Kailua Kona, HI 96740	X -					50,000.00
Account No.		Services Performed				
Kelly & Berens, PA 3720 IDS Center 80 South 8th Street Minneapolis, MN 55402	-					35,831.19
Sheet no. <u>8</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			170,601.19

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Services Performed				
Lapp, Libra, Thomson, Stoebner Pusch One Financial Plaza 120 S. 6th St., Suite 2500 Minneapolis, MN 55402	-					82.00
Account No.		Trade Practices and Tort Claims Asserted by Former Customer				
Lee White, as Executor of Estate of Kay White c/o Ronald J. Schaeffer, Esq. P.O. Box 1432 Lufkin, TX 75901	-		X	X		Unknown
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Leon Gainen 1615 W. 22nd Street San Pedro, CA 90732	X -					50,000.00
Account No.		Customer payment received, unfilled order				
Lester Hagan 33 North 6th Street Rio Vista, CA 94571	-					29,120.00
Account No.		Customer payment received, unfilled order				
Lynn Bingham 2535 North 4000 West Dayton, ID 83232	-					33,532.00
Sheet no. <u>9</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				112,734.00

In re International Rarities Corp.

Case No.:

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Madsen, O'Meara and Company 10800 Lyndale Ave. South Suite 250 Minneapolis, MN 55420	-	Services Performed				3,175.00
Account No.		Trade debt				
Marc One Numismatics, Inc. P.O. Box 8048 Newport Beach, CA 92658	-					82,769.81
Account No.		Customer payment received, unfilled order				
Marilyn Horton 4760 Aston Gardens Way #306 Naples, FL 34109	-					14,426.00
Account No.	X	Claims based on subscription for stock in International Rarities Holdings, Inc.				
Mark Parker 21627 Gunpowder Road Millers, MD 21102	-					50,000.00
Account No.		Customer payment received, unfilled order				
Max & Florence Schwartz 101 South Plaza Place Unit 1508 Atlantic City, NJ 08401	-					108,161.00

Sheet no. 10 of 18 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

258 521 81

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Rent Arrearages				
McKinley Inc. Receiver for 331 2nd Ave. 320 N. Main Street Suite 200 Ann Arbor, MI 48104	-					28,213.72
Account No. 458		Membership Dues				
Minnesota Chamber of Commerce NW7812 P.O. Box 1450 Minneapolis, MN 55485	-					530.00
Account No.		Transportation Costs				
Minnesota Department of Transportation 2055 Lilac Drive N. Golden Valley, MN 55422	-					54.50
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Nancy Turnbull 11285 Hadley Street Overland Park, KS 66210	X -					84,000.00
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Norman W. Boe 208 Palmetto Road Gulf Breeze, FL 32561	X -					12,500.00
Sheet no. <u>11</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				125,298.22

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. #x3888		Services Performed				
Oppenheimer, Wolff and Donnelly LLP 45 S. 7th Street Suite 3300 Minneapolis, MN 55401	-					13,676.00
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Patrick Connolly 1511 Tarval Street #203 San Francisco, CA 94116	X -					30,000.00
Account No.		Customer payment received, unfilled order				
Perry Merrill 11B Coal Basion Road Gallup, NM 87305	-					10,000.00
Account No. xxxxxxxx1863		Postage Meter				
Pitney Bowes Purchase Power P.O. Box 371874 Pittsburgh, PA 15250	-					1,493.90
Account No.		Services Performed				
Pope, Hardwicke, Christie, Schell, Kelly & Ray, LLP 901 For Worth Club Building 306 West 7th Street Fort Worth, TX 76102-4995	-					1,701.20
Sheet no. <u>12</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				56,871.10

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No. xxx7652		Goods Purchased				
Quill Corporation P.O. Box 37600 Philadelphia, PA 19101	-					1,043.44
Account No. xxxx7132						
Qwest P.O. Box 52137 Phoenix, AZ 85072	-					1,937.64
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Ralph E. Helmer 601 4th Avenue Eagle, AK 99738	X -					12,500.00
Account No.		Customer payment received, unfilled order				
Robert Gamblin 1701 Mediterraneo Place Brentwood, CA 94513	-					18,336.00
Account No.		February 1, 2011 Promissory Note				
Robert Hiatt 6 Flagler Lane, #210 Holly Hill, FL 32117	-					391,704.00
Sheet no. 13 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			425,521.08

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Services Provided				
Rocket 55 325 Cedar Street #102 Saint Paul, MN 55101	-					210.00
Account No.		Customer payment received, unfilled order				
Rod Arnett 150 Stratford Way Santa Rosa, CA 95401	-					9,455.00
Account No.		Customer payment received, unfilled order				
Ronald Brenchley 3841 East 1400 North Ashton, ID 83420	-					38,800.00
Account No.		Arrearages Under Lease of Real Property				
RREEF America Reit II Portfolio, LP 10815 Rancho Bernardo Road Suite 390 San Diego, CA 92127	-		X	X		200,000.00
Account No.		Customer payment received, unfilled order				
Rudolph Ondris 135 Fifth Avenue Kings Park, NY 11754	-					43,200.00
Sheet no. <u>14</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				291,665.00

In re International Rarities Corp., Case No. _____,
Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	UN L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.						
Ryan Kotula 2800 Southcross Drive W. Burnsville, MN 55306	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				50,000.00
Account No.						
Solutions on Hold PO Box 723 Long Lake, MN 55356	-	Services Performed				252.20
Account No.						
Stan Claassen 808 S. Kansas Avenue Newton, KS 67114	-	Customer payment received, unfilled order				30,130.00
Account No.						
Stephen Romsdahl 40739 690th Avenue Saint James, MN 56081	X -	Claims based on subscription for stock in International Rarities Holdings, Inc.				62,500.00
Account No.						
Tela, Inc. 1769 Lexington Ave. N. #344 Roseville, MN 55113	-	Services Performed				36.00
Sheet no. <u>15</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>142,918.20</u>

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Customer payment received, unfilled order				
Thomas Bryan 6205 Coltrane Drive Kernersville, NC 27284	-					14,473.00
Account No.		Claims based on subscription for stock in International Rarities Holdings, Inc.				
Thomas H. Gallagher 4466 Clover Lane #B Eagan, MN 55122	X -					10,000.00
Account No. 7066		Phone Maintenance Contract				
Transcend Communications 2101 Kennedy St. NE Minneapolis, MN 55413	-					1,506.32
Account No. xx7978		Goods Provided				
Uline 2200 S Lakeside Drive Waukegan, IL 60085	-					401.03
Account No. xx1586		Copier Lease				
US Bank Corp. Equipment 1310 Madrid St. Suite 101 Marshall, MN 56258	-					3,467.23
Sheet no. <u>16</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				<u>29,847.58</u>

In re International Rarities Corp.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CON T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		Customer payment received, unfilled order				
Valta Martens 60 Cedar Circle West Burlington, CO 80807	-					10,000.00
Account No.		Services Provided				
Veramark 1565 Jefferson Rd. #120 Rochester, NY 14623	-					233.57
Account No. 9300		Services Performed				
Walling, Berg & Debele 121 South 8th St. Suite 1100 Minneapolis, MN 55402	-					1,234.98
Account No.		Customer payment received, unfilled order				
Warren Ravenscroft 63 West 3rd Avenue Saltsburg, PA 15681	-					9,390.00
Account No.		Business Insurance				
West Bend Mutual Ins. Co. Bin 432 Milwaukee, WI 53288-0432	-					253.30
Sheet no. <u>17</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				<u>21,111.85</u>

In re **International Rarities Corp.** Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM			
			CONTINGENT	UNLIQUIDATED	DISPUTED	Total
Account No.		Services Provided				
Zee Medical Service P.O. Box 911 Burnsville, MN 55337	-					174.98
Account No.						
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <u>18</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			174.98
			Total (Report on Summary of Schedules)			2,973,814.04

In re **International Rarities Corp.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

331 Second Ave. LLC
Tritech Office Center c/o
JLT Group
10 River Park Plaza, Suite 800
Saint Paul, MN 55107

Corporate Office Lease

331 Second Ave. LLC
c/o McKinley Inc.
320 N. Main Street
Suite 200
Ann Arbor, MI 48104

Office Lease

ADP
400 W. Covina Blvd.
San Dimas, CA 91773

Payroll Processing

ADP, Inc.
504 Clinton Center Drive
#4400
Clinton, MS 39056

401(k) Services

Amtrust
P.O. Box 318004
Cleveland, OH 44131-8004

Worker's Compensation Insurance

Assurant Employee Benefits
P.O. Box 843300
Kansas City, MO 64184-3300

Employee Benefits

Avaya Financial Services
1 CIT Drive
Livingston, NJ 07039

Phone System Lease

Coordinated Business Systems,
Ltd. of Minnesota
851 W. 128th Street
Burnsville, MN 55337

Copier/printer maintenance contract

First Data Global Leasing
3 Western Maryland Pkwy.
Hagerstown, MD 21740

Copier/Printer Lease

Medica
NW 7958
P.O. Box 1450
Minneapolis, MN 55485-7958

Medical Insurance

In re **International Rarities Corp.** _____, Case No. _____
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

**Pitney Bowes Global Financial
Services LLC
P.O. Box 371887
Pittsburgh, PA 15250-7887**

Mailing System, Postage Meter Lease

**RREEF America REIT II
Portfolio, LP
10815 Rancho Bernardo Road
Suite 390
San Diego, CA 92127**

Office Lease

**Transcend United Technologies
2101 Kennedy Street NE
Minneapolis, MN 55413**

Phone Maintenance contract

**US Bank
1310 Madrid St. Suite 101
Marshall, MN 56258**

Copier Lease

**Westbend Mutual Insurance Co.
1900 S. 18th Avenue
West Bend, WI 53095**

Business Liability Insurance

In re **International Rarities Corp.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Dana Golden 19805 Waterford Place Shorewood, MN 55331	Wells Fargo Bank Minnesota, NA 730 2nd Avenue South Suite 1000 MAC #N9314-100 Minneapolis, MN 55479
David Marion 331 2nd Avenue S. #410 Minneapolis, MN 55401	RREEF America REIT II Portfolio, LP 10815 Rancho Bernardo Road Suite 390 San Diego, CA 92127
David Marion 331 2nd Avenue S. #410 Minneapolis, MN 55401	Dana Golden 19805 Waterford Place Shorewood, MN 55331
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Ann McElligott 10668 SW 41st Avenue Portland, OR 97219
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Catherine Reaves 1607 Guyer Street High Point, NC 27265
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Charles Allison 741 County Road 3275 Kempner, TX 76539
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Clifton Browning 6355 S. 750 East Bountiful, UT 84010
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Dan Angulo 217 Pettibone Avenue Crown Point, IN 46307

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Darrell McConaghy 23750 SD Hwy 19 Madison, SD 57042
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Dr. David Knox 24746 Big Fir Road West Linn, OR 97068
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Duane Johnson 9911 Isabelle Road Lafayette, CO 80026
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Earl Cleveland 500 Briarwood Terrace Ventura, CA 93001
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Earl V. Fleming 15707 534th Avenue Garden City, MN 56034
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Frank Chrane 12001 FM 11785 Abilene, TX 79602
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Keith King 73-994 Ahikawa Street Kailua Kona, HI 96740
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Leon Gainen 1615 W. 22nd Street San Pedro, CA 90732
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Mark Parker 21627 Gunpowder Road Millers, MD 21102

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Nancy Turnbull 11285 Hadley Street Overland Park, KS 66210
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Norman W. Boe 208 Palmetto Road Gulf Breeze, FL 32561
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Patrick Connolly 1511 Tarval Street #203 San Francisco, CA 94116
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Ralph E. Helmer 601 4th Avenue Eagle, AK 99738
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Ryan Kotula 2800 Southcross Drive W. Burnsville, MN 55306
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Stephen Romsdahl 40739 690th Avenue Saint James, MN 56081
International Rarities Holdings, Inc. 331 2nd Avenue South Suite 410 Minneapolis, MN 55401	Thomas H. Gallagher 4466 Clover Lane #B Eagan, MN 55122

United States Bankruptcy Court
District of Minnesota

In re International Rarities Corp.

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 34 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 19, 2011

Signature /s/ Stephen Hastings

Stephen Hastings
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Minnesota

In re International Rarities Corp.

Debtor(s)

Case No.
Chapter11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$15,740,520.00	Operation of Business - 2010
\$24,048,377.00	Operation of Business - 2009

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT STILL OWING
------------------------------	-------------------	--------------------

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See Attached Exhibit SFA 3(b)

\$0.00

\$0.00

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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See Attached Exhibit SFA 3(c)

\$0.00

\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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RREEF America REIT II Portfolio, L.P. v. Interantional Rarities Corporation aka International Rarities Corp., a Minnesota corporation; David L. Marion, an individual as Guarantor; and Does 1 through 10, inclusive, Case No. 37-2011-0083741-CU-BC-CTL,

Civil/Contract

Superior Court of California, County of San Diego,

Pending

Dean Dellinger v. International Rarities Corporation [sic] 3:2010cv00323.

Civil/Trade Practices

Federal District Court for Northern Florida,

Pending

Lee White v. International Rarity Corporation [sic] 2009 PRO 1344-1-A

Civil/Trade Practices

Probate Court, Tarrant County, Texas

Pending

Barbara Shannon v. International Rarities Corporation [sic]; Case No. 11-C-104

Civil/Trade Practices

Circuit Court of Jackson County, West Virginia

Pending

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED		DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
5. Repossessions, foreclosures and returns			
None <input checked="" type="checkbox"/>	List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
6. Assignments and receiverships			
None <input checked="" type="checkbox"/>	a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
None <input checked="" type="checkbox"/>	b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER
7. Gifts			
None <input type="checkbox"/>	List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)	NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY
Making Tracks for Celiacs P.O. Box 1161 Minnetonka, MN 55345		None	DATE OF GIFT 07/07/2010
Donald's Apparel and Uniform 972 Payne Avenue Saint Paul, MN 55130		None	DESCRIPTION AND VALUE OF GIFT \$1,000.00 Cash Donation
Zuhrah Shrine Circus 2540 Park Ave Minneapolis, MN 55404-4403		None	DATE OF GIFT 07/09/2010
			\$2,389.20 Uniforms for Little League
		None	DATE OF GIFT 10/06/2010
			\$100.00 Cash Donation

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hinshaw & Culbertson LLP 333 South Seventh Street Suite 2000 Minneapolis, MN 55402	5/25/2011	\$25,000.00; (Retainer)
Hinshaw & Culbertson LLP 333 South Seventh Street Suite 2000 Minneapolis, MN 55402	7/7/2011	\$25,000.00 (Retainer)
Hinshaw & Culbertson LLP 333 South Seventh Street Suite 2000 Minneapolis, MN 55402	8/17/2011	\$10,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Wells Fargo P.O. Box 9149 Minneapolis, MN 55480-9149	Savings Account; Account No. xxxxxx0676	7/2010
Wells Fargo P.O. Box 9149 Minneapolis, MN 55480-9149	Checking Account; Acct. No. xxxx4158	7/2010
Crown Bank 601 Marquette Avenue S., #125 Minneapolis, MN 55402	Checking Account; Account No. xxx4534	

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
Wells Fargo Kehinde Sosina, Mac N9305-011, 90 South 7th Street Minneapolis, MN 55402	David Marion Catherine Chambers	None	N/A

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Marilyn Horton 4760 Aston Gardens Way #306 Naples, FL 34109	Goods held at request of customer; \$165,000.00	In Debtor's Possession
Stan Claassen 808 S. Kansas Avenue Newton, KS 67114	Goods held at request of customer; \$63,312.00	In Debtor's Possession

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

■ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.
NAME (ITIN)/ COMPLETE EIN

BEGINNING AND
ADDRESS NATURE OF BUSINESS ENDING DATES

None

■ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Quist, Madsen and Company, P.C.
10800 Lyndale Avenue South, #250
Bloomington, MN 55420

DATES SERVICES RENDERED
Over 2 years

Catherine Chambers
3333 Texas Avenue South
St. Louis Park, MN 55426

Approximately 7 years.

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Quist, Madsen and Company,
P.C.

ADDRESS

10800 Lyndale Avenue South, #250
Bloomington, MN 55420

DATES SERVICES RENDERED
Over 2 years.

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME Quist, Madsen and Company, P.C.	ADDRESS 1800 Lyndale Avenue South, #250 Bloomington, MN 55420
Catherine Chambers	3333 Texas Avenue South St. Louis Park, MN 55426

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS US Bank P.O. Box 790408 Saint Louis, MO 63179-0408	DATE ISSUED Yearly
Various Individuals	In connection with stock offerings, financial statements were provided to a number of individuals in 2009 and 2010.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS David Marion 331 2nd Avenue South, #410 Minneapolis, MN 55401	TITLE Director	NATURE AND PERCENTAGE OF STOCK OWNERSHIP 100%
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22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS David Marion 331 2nd Avenue South, #410 Minneapolis, MN 55401	TITLE President/CEO	DATE OF TERMINATION 7/16/2011
Catherine Chambers 3333 Texas Avenue South St. Louis Park, MN 55426	COO	7/8/2011

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR See Attached Exhibit SFA 23	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 19, 2011

Signature /s/ Stephen Hastings
Stephen Hastings
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Form 1007-1 - Statement Of Compensation By Debtor's Attorney

**United States Bankruptcy Court
District of Minnesota**

In re International Rarities Corp.

Debtor(s)

Case No.
Chapter

11

STATEMENT OF COMPENSATION BY ATTORNEY FOR DEBTOR(S)

The undersigned, pursuant to Local Rule 1007-1, Bankruptcy Rule 2016(b) and § 329(a) of the Bankruptcy Code, states that:

1. The undersigned is the attorney for the debtor(s) in this case and files this statement as required by applicable rules.

2. (a) The filing fee paid by the undersigned to the clerk for the debtor(s) in this case is: \$ 1,039.00
(b) The compensation paid or agreed to be paid by the debtor(s) to the undersigned is: \$ TBD
(c) Prior to filing this statement, the debtor(s) paid to the undersigned: \$ 60,000.00
(d) The unpaid (Retainer) balance due and payable by the debtor(s) to the undersigned
is: \$ 0.00

3. The services rendered or to be rendered include the following:
 - (a) analysis of the financial situation and rendering advice and assistance to the debtor in determining whether to file a petition under Title 11 of the United States Code;
 - (b) preparation and filing of the petition, exhibits, attachments, schedules, statements and lists and other documents required by the court;
 - (c) representation of the debtor(s) at the meeting of creditors;
 - (d) negotiations with creditors; and
 - (e) other services reasonably necessary to represent the debtor(s) in this case.

4. The source of all payments by the debtor(s) to the undersigned was or will be from earnings or other current compensation of the debtor(s), and the undersigned has not received and will not receive any transfer of property other than such payments by the debtor(s), except as follows:

5. The undersigned has not shared or agreed to share with any other person other than with members of undersigned's law firm any compensation paid or to be paid.

Dated: August 19, 2011

Signed: /s/ Thomas G. Wallrich

Thomas G. Wallrich 213354

Attorney for Debtor(s)

Hinshaw & Culbertson LLP

333 South Seventh Street

Suite 2000

Minneapolis, MN 55402-2431

612-333-3434 Fax: 612-334-8888

LOCAL RULE REFERENCE: 1007-1

United States Bankruptcy Court
District of Minnesota

In re **International Rarities Corp.**

Debtor

Case No. _____

Chapter _____

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
David Marion 331 2nd Avenue S. #410 Minneapolis, MN 55401	Common	100%	-

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 19, 2011

Signature /s/ Stephen Hastings

**Stephen Hastings
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
District of Minnesota**

In re International Rarities Corp.

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for International Rarities Corp. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

August 19, 2011

Date

/s/ Thomas G. Wallrich

Thomas G. Wallrich 213354

Signature of Attorney or Litigant

Counsel for International Rarities Corp.

Hinshaw & Culbertson LLP

333 South Seventh Street

Suite 2000

Minneapolis, MN 55402-2431

612-333-3434 Fax:612-334-8888

United States Bankruptcy Court
District of Minnesota

In re International Rarities Corp.

Debtor(s)

Case No.
Chapter

11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Stephen Hastings**, declare under penalty of perjury that I am the **President** of **International Rarities Corp.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the day of , 20 .

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Stephen Hastings, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Stephen Hastings, President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Stephen Hastings, President** of this Corporation is authorized and directed to employ **Thomas G. Wallrich 213354**, attorney and the law firm of **Hinshaw & Culbertson LLP** to represent the corporation in such bankruptcy case."

Date August 19, 2011

Signed /s/ Stephen Hastings
Stephen Hastings